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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

RECORDATION NO. 20067-A FILED

JUN 01 '11 -12 30 PM

SURFACE TRANSPORTATION BOARD

June 1, 2011

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S W
Washington, D C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale and Release of Security Interest (Union Pacific Equipment Trust Series G), dated as of June 1, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Trust Agreement previously filed with the Board under Recordation Number 20067

The name and address of the party to the enclosed document are

Lessor. Citibank, N.A.
120 Wall Street
New York, New York 10043

[Lessee: Union Pacific Railroad Company
8th & Eaton Avenues
Martin Tower
Bethlehem, PA 18018]

Section Chief
June 1, 2011
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A description of the railroad equipment covered by the enclosed document is:

25 SD90MAC convertible Locomotives UP 8000 - 8024; 20 AC4400CW Locomotives UP6738 - 6757; 5 Gondola Railcars UP 249004 - 249008; 22 Gondola Railcars UP 249052 - 249073; and 30 Bi-Level Autoracks UP 9323 - 9352 RELEASED.

A short summary of the document to appear in the index is:

Bill of Sale and Release of Security Interest (Union Pacific Equipment Trust Series G).

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

Robert W Alvord

RWA/sem
Enclosures

RECORDATION NO. 20067 - A FILED

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UNION PACIFIC EQUIPMENT TRUST SERIES G
BILL OF SALE AND RELEASE OF SECURITY INTERESTS **SURFACE TRANSPORTATION BOARD**

WHEREAS, by a certain Equipment Trust Agreement, dated as of May 15, 1996, executed by Citibank, N A , as Trustee (the "Trustee") and Union Pacific Railroad Company (the "Railroad"), there was established the "Union Pacific Equipment Trust Series G" (the "Agreement");

WHEREAS, by the terms of said Agreement, as supplemented from time to time, the Trustee did lease to the Railroad certain units of railroad equipment described in Exhibit A attached hereto (the "Equipment");

WHEREAS, a memorandum of the Agreement was filed on May 21, 1996 under Recordation Number 20067 with the Surface Transportation Board pursuant to the provisions of 49 U S C Section 11303, and a memorandum of the Agreement was deposited on May 21, 1996 with the Registrar General of Canada pursuant to Section 90 of the Railway Act; and

WHEREAS, the Railroad has paid in full the indebtedness in respect of the purchase price of the Equipment, together with interest and all other payments as provided in the Agreement, and has performed all obligations therein contained with respect thereto.

NOW THEREFORE, the Trustee, in accordance with the provisions of the Agreement, does hereby (a) acknowledge that the Agreement has been satisfied in full with respect to the Equipment, (b) sell, assign, convey, and transfer to the Railroad all its right, title and property interest in the Equipment described in Exhibit A, and (c) release any security interest it may have had in the Equipment described in Exhibit A, to the effect that such Equipment shall be transferred to Railroad free and clear of all liens, charges, liabilities, claims, security interests and encumbrances, of any person whatsoever, created or retained by the Agreement.

IN WITNESS WHEREOF, the Trustee, as aforesaid, has caused its corporate name to be hereunto subscribed by its officer thereunto duly authorized this 1st day of June, 2011

CITIBANK, N A.

By. [Signature]
Title John Hannon
Vice President

STATE OF New York)
COUNTY OF New York) ss

On this 1st day of June, 2011, before me personally appeared John Hannon, to me personally known, who, being by me duly sworn, did say that he/she is Vice President of Citibank, N A that the foregoing document was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of said instrument was the free act and deed of the corporation

[Signature]
NOTARY PUBLIC

NOREEN IRIS SANTOS
Notary Public, State of New York
Registration #015A6228750
Qualified in Nassau County
Commission Expires Sept. 27, 2014

EXHIBIT A

Type	Quantity	Manufacturer	Description	Reporting Marks and Road Numbers
Locomotives	25	Electro-Motive Division, General Motors Corporation	SD90MAC Convertible Locomotives	UP 8000 – UP 8024, inclusive
Locomotives	20	GE Transportation System	AC4400CW Locomotives	UP 6738 – UP 6757, inclusive
Gondola Railcars	5	Thrall Car Manufacturing Company	Coil Gondola Railcars	UP 249004 – UP 249008, inclusive
Gondola Railcars	22	Thrall Car Manufacturing Company	Coil Gondola Railcars	UP 249052 – UP 249073, inclusive
Autoracks	30	Thrall Car Manufacturing Company	Bi-level Autoracks	UP 9323 – UP 9352, inclusive

CERTIFICATION

I, Robert W Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 6/1/11



Robert W. Alvord